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Ron T. Mackail & Associates, P.A.
Accountants

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May 22, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002535720--3
-05/26/98--01120--020
*****35.00 *****35.00

RE: DEPENDABLE POOLS, INC.
CHANGE TO ARTICLES OF INCORPORATION

Dear Sir/Madam:

Enclosed please find the original amendment to the articles of incorporation executed by our client, Dependable Pools, Inc. Also enclosed is a check in the amount of \$35.00 to cover the fee for amending the articles. Please return, to our office, a letter of acceptance for these amendments.

If you have any questions, please do not hesitate to contact me.

Respectfully yours,

Janet Smith
Janet Smith, Secretary to
Ron T. Mackail, Accountant

RTM/jms

Enclosures

FILED
98 MAY 26 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS JUN 3 1998

Amend

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
98 MAY 26 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPENDABLE POOLS, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE SEVEN - DELETE - ROBERT CULPEPPER
307 HARBOUR POINT WAY
WEST PALM BEACH, FL 33413
40 SHARES

ARTICLE EIGHT - ADD VICE PRESIDENT AND TREASURER - NICK VINYARD

ARTICLE SIX - CHANGE ADDRESS - 100 CANTERBURY DRIVE W, WEST PALM BEACH, FL
33407

THAT ALSO INCLUDES THE REGISTERED AGENT'S ADDRESS, HOWEVER THE RA IS STILL
NICK VINYARD

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

MR. CULPEPPER HAS RESIGNED AS VICE PRESIDENT AND TREASURER AND HAS
SIGNED HIS 40 SHARES OF TREASURY STOCK BACK TO DEPENDABLE POOLS, INC.
AS OF MAY 6, 1998 AND ACCEPTED BY ITS PRESIDENT ON MAY 6, 1998.

THIRD: The date of each amendment's adoption: MAY 6, 1998

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 22 day of May, 19 98

Signature Nick Vinyard
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Nick Vinyard
Typed or printed name

President
Title